



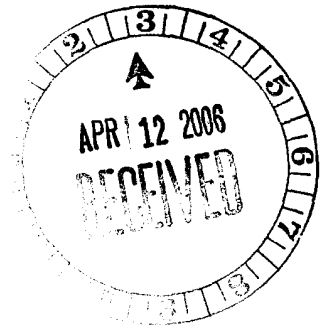
CORPORATION SERVICE COMPANY

RECORDATION NO. 20980-D FILED

APR 12 '06

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SURFACE TRANSPORTATION BOARD



April 11, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 151345-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 23, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
2111 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**
2650 Lou Meck Drive Fort Worth, TX 76131

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY** covering 68 coal gondolas with reporting marks and numbers – CEFX 40017 – CEFX 43259 – NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #20980 dated 11/12/97 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE made as of this 23rd day of March, 2006, and effective as of October 16, 2003, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and BNSF RAILWAY COMPANY formerly known as THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, Fort Worth, TX 76131 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 31, 1997 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on November 12, 1997 and given Recordation Number 20980.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BNSF RAILWAY COMPANY

By: Richard A. Margl
Name: RICHARD A. MARGL
Title: ASST VP CARLOAD EQUIPMENT

Schedule A

Number of Cars		Equipment Description			
68		4,400 C.F. or greater aluminum coal gondola			
1	CEFX	40017	54	CEFX	43163
2	CEFX	40021	55	CEFX	43175
3	CEFX	40071	56	CEFX	43176
4	CEFX	40087	57	CEFX	43181
5	CEFX	40089	58	CEFX	43183
6	CEFX	40112	59	CEFX	43207
7	CEFX	40242	60	CEFX	43213
8	CEFX	40385	61	CEFX	43216
9	CEFX	40453	62	CEFX	43217
10	CEFX	40473	63	CEFX	43220
11	CEFX	40532	64	CEFX	43224
12	CEFX	40781	65	CEFX	43229
13	CEFX	40871	66	CEFX	43250
14	CEFX	40931	67	CEFX	43256
15	CEFX	40936	68	CEFX	43259
16	CEFX	41116			
17	CEFX	41314			
18	CEFX	42950			
19	CEFX	42952			
20	CEFX	42962			
21	CEFX	42968			
22	CEFX	42971			
23	CEFX	42981			
24	CEFX	42999			
25	CEFX	43008			
26	CEFX	43022			
27	CEFX	43034			
28	CEFX	43039			
29	CEFX	43046			
30	CEFX	43048			
31	CEFX	43049			
32	CEFX	43057			
33	CEFX	43071			
34	CEFX	43076			
35	CEFX	43087			
36	CEFX	43091			
37	CEFX	43092			
38	CEFX	43095			
39	CEFX	43110			
40	CEFX	43112			
41	CEFX	43113			
42	CEFX	43121			
43	CEFX	43122			
44	CEFX	43123			
45	CEFX	43129			
46	CEFX	43134			
47	CEFX	43136			
48	CEFX	43139			
49	CEFX	43145			
50	CEFX	43150			
51	CEFX	43153			
52	CEFX	43157			
53	CEFX	43158			